

E-filed on April 26, 2007

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Attorneys for the Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

**DECLARATION OF ROBERT
 WORTHEN IN SUPPORT OF FTI
 CONSULTING'S FIRST AND
 FINAL FEE APPLICATION
 (JUNE 9, 2006 – MARCH 12, 2007)**

Date: June 22, 2007
 Time: 9:30 a.m.
 Place: Courtroom #1

1 I, Robert G. Worthen, declare as follows:

2 1. I am the duly elected Chair of the Diversified Trust Deed Fund Committee
3 ("DTDF Committee") that was appointed by the Office of the United States Trustee on
4 May 10, 2006 and was disbanded pursuant to the Plan on March 12, 2007 (the Plan's
5 Effective Date). Since March 13, 2007, I have been the Chair of the Board of Directors of
6 USA Capital Diversified Trust Deed Fund LLC, the revested debtor.

7 2. I submit this declaration in support of the FTI Consulting, Inc. First and Final
8 Fee Application ("Application") for the period of June 9, 2006 through March 12, 2007. I
9 have personal knowledge of the facts set forth below and if called to testify I could and would
10 competently testify to such facts.

11 3. Pursuant to the Court's order approving FTI's application to serve as financial
12 advisors to the DTDF Committee in this case, FTI has performed services for the DTDF
13 Committee since June 9, 2006.

14 4. FTI has submitted invoices to me, on behalf of the DTDF Committee, for all
15 work performed during the period of June 9, 2006 through March 12, 2007, copies of which
16 are attached to the FTI First and Final Fee Application as exhibits 2 through 11. On behalf of
17 the DTDF Committee, I have reviewed and approved FTI's invoices and believe that, based
18 on my experience and knowledge, the amounts sought by FTI for the Application Period were
19 reasonable and necessary to represent the DTDF Committee in this matter.

20 5. I have reviewed the Application and, on behalf of the DTDF Committee,
21 support approval of the Application in its entirety.

22 Executed this 26th day of April 2007 at Las Vegas, Nevada.

23 I declare under penalty of perjury that the foregoing is true and correct.

24 
25 Robert G. Worthen